

(Department of Corporations
Use Only)
Fee Paid \$ _____

Receipt No. _____

DEPARTMENT OF CORPORATIONS
FILE No., if any: _____

(Insert File Numbers(s) of Previous
Filings Before the Department, If Any)

FEE: \$25.00 \$35.00 \$50.00 \$150.00 \$300.00

(Circle the appropriate amount of fee.
See Corporations Code Section 25608(c))

TO THE COMMISSIONER OF CORPORATIONS OF THE STATE OF CALIFORNIA

Notice of Issuance of Shares Pursuant to Subdivision (h) of
Section 25102 of the Corporations Code or Rule 260.103,
Title 10, California Code of Regulations.

Check one of the following:

- () Notice pursuant to Section 25102(h) as to an issuance subject to qualification under
Corporations Code Section 25110, unless exempted.
- () Notice pursuant to Rule 260.103 as to an issuance subject to qualification under
Corporations Code Section 25120, unless exempted.

Name of Issuer

State of Incorporation

Address of Principal Place of Business

Number and Street	City	State	Zip Code
-------------------	------	-------	----------

1. Is the issuer a "close corporation" as defined in Section 260.001, Title 10, California Code of Regulations? () Yes () No

Instruction: Review Corporations Code Section 158 and Rule 260.001, Title 10, California Code of Regulations.

2. Under the exemption provided by Section 25102(h), shares of voting common stock have been or are proposed to be issued pursuant to this Notice beneficially to not more than 35 persons, whose names are set forth below; together with the names of the corresponding record shareholders if other than the beneficial shareholders:

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

If additional space is needed for the names of shareholders, check this box and attach a separate sheet of paper to the Notice. []

3. The value of the securities sold or proposed to be sold in the transaction, determined in accordance with the provisions of Section 25608(g) of the Corporations Code in connection with the fee required upon filing this notice, is:
- (a) \$ _____ in money
\$ _____ in consideration other than money.
- (b) () Change in rights, preferences, privileges or restrictions of or on outstanding securities under Rule 260.103. (\$25 fee).
4. Immediately after the issuance and sale of such shares, the above-named issuer had or will have only one class of stock outstanding which was or will be owned beneficially by no more than 35 persons.

Instruction: Review Sections 260.102.4 and 260.102.5, Title 10, California Code of Regulations.

5. The offer and sale of such shares was not nor will be accompanied by the publication of any advertisement and neither selling expenses nor promotional considerations were or will be given, paid or incurred in connection therewith.
6. To the best knowledge of the issuer, its shareholders (or proposed shareholders) have not entered into or granted, and presently do not intend entering into or granted, and presently do not intend entering into or granting a shareholders' agreement, voting agreement, irrevocable proxy or other arrangement the effect of which would cause the statements contained herein to be incorrect.

Instruction: Review Sections 260.001 and 260.102.4, Title 10, California Code of Regulations.

The undersigned officer of the issuer hereby declares that the foregoing is true under penalty of perjury. Executed at _____, _____ this _____ day of _____, _____.

Name

Title

NOTE: If the officer signs this form in a jurisdiction which does not permit verifications under penalty of perjury, there must be attached a verification executed and sworn to before a notary public.

OPINION OF COUNSEL

I certify that I am an active member of the State Bar of California. On the basis of the facts stated in the foregoing Notice and other information, including representations as to the type of consideration received or to be received, supplied to me by officials and shareholders of the issuer and by proposed issuees, it is my opinion that the exemption from qualification with the Commissioner of Corporations provided by Subdivision (h) of Section 25102 of the California Corporations Code is available for the offer and sale of the shares referred to in this Notice.

Signature

Firm Name

Name of Member of the State Bar
of California

Address

Tel. No.

(This opinion of counsel must be signed by an active member of the State Bar for California.
Type name of attorney, address, phone number and firm name, if any.)

NOTE: If the issuer is a non-California corporation, a Consent to Service of Process as prescribed in the Commissioner's Rule 102.8(b) must be filed concurrently.

TO THE COMMISSIONER OF CORPORATIONS OF
THE STATE OF CALIFORNIA

CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, _____ (a corporation organized under the laws of the State of _____), hereby irrevocably appoints the Commissioner of Corporations of the State of California, or the Commissioner's successor in office, to be the attorney to receive service of any lawful process in any noncriminal suit, action or proceeding against it, or its successor which arises under the California Corporate Securities Law of 1968 or any rule or order thereunder after this consent has been filed, with the same force and validity as if served personally on the undersigned.

For the purpose of compliance with the Corporations Code of the State of California, notice of the service and a copy of the process should be sent by registered or certified mail to the undersigned at the following address:

Name

Street Address

City State Zip Code

Dated: _____, _____.

By _____

Title _____

State of California)
County of _____)

On _____ before me, (here insert name and title of the officer), personally appeared _____ personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____ (Seal)

Any certificate of acknowledgement taken in another state shall be sufficient in the State of California if it is taken in accordance with the laws of the place where the acknowledgement is made.